

Interstate Commerce Commission  
Washington, D.C.

RECORDATION NO. 9430-A  
DEC 27 1978 9 34 AM

No. 8-331A250  
Date DEC 27 1978  
Fee \$ 12.00

Gentlemen:

INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

Enclosed for recordation under the provisions of Section 20c of the Interstate Commerce Act, as amended, are the original and seven counterparts of a First Amendment to Equipment Lease dated as of December 15, 1978, which amends the Equipment Lease No. 1 dated as of March 1, 1978 which was filed and recorded in the Office of the Secretary of the Interstate Commerce Commission at 2:15 p.m. on ~~July~~ <sup>June</sup> 8, 1978 and assigned recordation No. 9430.

The general description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached to this letter and made a part hereof.

The names and addresses of the parties are:

Lessor: Continental Illinois National  
Bank and Trust Company of Chicago  
231 South LaSalle Street  
Chicago, Illinois 60693

Lessee: Chicago and North Western  
Transportation Company  
400 West Madison Street  
Chicago, Illinois 60606

The undersigned is the Lessor mentioned in the enclosed document and has knowledge of the matters set forth therein.

Please return the original and six copies of the First Amendment to Equipment Lease No. 1 to Michael G. McGee, Esq., Chapman and Cutler, 111 W. Monroe Street, Chicago, Illinois 60603.

Also enclosed is a check in an amount covering the required recording fee.

Very truly yours,

CONTINENTAL ILLINOIS NATIONAL  
BANK AND TRUST COMPANY OF  
CHICAGO, not in its individual  
capacity but solely as Trustee

By

*[Signature]*

LESSOR AS AFORESAID

Enclosures

DESCRIPTION OF ITEMS OF EQUIPMENT

DESCRIPTION AND MARK AND NUMBER  
OF RECONSTRUCTED ITEMS OF  
EQUIPMENT:

One (1) Budd Track Geometry Car,  
Marked and Numbered CNW 430

PURCHASE PRICE OF ORIGINAL  
EQUIPMENT:

\$78,500

RECONSTRUCTION PRICE OF  
EQUIPMENT:

\$690,000

TOTAL COST OF EQUIPMENT:

\$768,500

PLACE OF DELIVERY:

Fond du Lac, Wisconsin

OUTSIDE DELIVERY DATE:

March 31, 1979

FIXED RENTAL:

Forty-eight (48) quarterly Fixed  
Rental installments each in an  
amount equal to 2.7831% of the  
Total Cost of the Item of Equip-  
ment described in this Schedule A-3

REGISTRATION NO 9430-A 1978

DEC 27 1978 - 9 25 AM

STATE OF ILLINOIS COMMERCE COMMISSION

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FIRST AMENDMENT TO EQUIPMENT LEASE NO. 1

Dated as of December 15, 1978

Between

CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY  
OF CHICAGO,  
as Trustee under Chicago North Western Trust No. 78-1  
as Lessor

and

CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY,  
as Lessee

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(Chicago North Western Trust No. 78-1)  
(100 Rebuilt Ballast Cars)✓  
(25 Rebuilt Wheel Transport Cars)✓  
(1 Rebuilt Track Geometry Car)✓  
(26 Rebuilt Rail Train-Flat Cars)✓

FIRST AMENDMENT TO EQUIPMENT LEASE NO. 1

FIRST AMENDMENT dated as of December 15, 1978 between CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, not individually but solely as Trustee under an Amended and Restated Equipment Leasing Trust Agreement dated as of March 1, 1978 (the "Lessor") and CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware corporation (the "Lessee").

RECITALS:

A. The Lessor and the Lessee have heretofore entered into an Equipment Lease No. 1 dated as of March 1, 1978 (the "Lease") providing for the lease and delivery by the Lessor to the Lessee of certain rolling stock more fully described in Schedules A-1, A-2, A-3 and A-4 attached to the Lease.

B. The Lease was filed and recorded in the Office of the Secretary of the Interstate Commerce Commission on June 8, 1978 and has been assigned recordation No. 9430.

C. The Lessor and the Lessee now desire to amend the Lease in the respects, but only in the respects, hereinafter set forth.

NOW, THEREFORE, the Lessor and the Lessee hereby agree as follows:

1. Schedule A-3 to the Equipment Lease attached to this First Amendment shall be substituted for the Schedule A-3 to the Equipment Lease attached to the Lease as originally executed.

Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this First Amendment may refer to the "Equipment Lease No. 1 dated as of March 1, 1978" without making specific reference to this First Amendment but nevertheless all such references shall be deemed to include this First Amendment unless the context shall otherwise require.

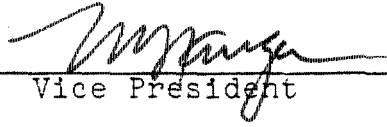
The First Amendment may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this instrument to be duly executed all as of the day and year first above written.

CONTINENTAL ILLINOIS NATIONAL BANK  
AND TRUST COMPANY OF CHICAGO,  
as Trustee under Chicago North  
Western Trust No. 78-1


[Seal]

By

  
Vice President

Attest:


LESSOR

  
Trust Officer

CHICAGO AND NORTH WESTERN  
TRANSPORTATION COMPANY

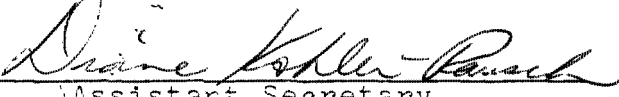
[Seal]

By

  
Vice President

Attest:

LESSEE

  
Assistant Secretary

State of Illinois)  
County of Cook ) SS

On this 26th day of December, 1978, before me personally appeared M. L. Krugan, to me personally known, who being by me duly sworn, says that he is the Vice President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Diane D. Baxter

[Seal]

My Commission expires:

NOTARY PUBLIC STATE OF ILLINOIS  
MY COMMISSION EXPIRES JUNE 30 1981  
ISSUED THIS ILLINOIS NOTARY ASSOC.

State of Illinois)  
County of Cook ) SS

On this 20th day of December, 1978, before me personally appeared J. M. Butler, to me personally known, who being by me duly sworn, says that he is the Vice President - Finance of CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Kathleen A. Slezak

[Seal]

My commission expires: 8/3/82

DESCRIPTION OF ITEMS OF EQUIPMENT

DESCRIPTION AND MARK AND NUMBER OF RECONSTRUCTED ITEMS OF EQUIPMENT:	One (1) Budd Track Geometry Car, Marked and Numbered CNW 430
PURCHASE PRICE OF ORIGINAL EQUIPMENT:	\$78,500
RECONSTRUCTION PRICE OF EQUIPMENT:	\$690,000
TOTAL COST OF EQUIPMENT:	\$768,500
PLACE OF DELIVERY:	Fond du Lac, Wisconsin
OUTSIDE DELIVERY DATE:	March 31, 1979
FIXED RENTAL:	Forty-eight (48) quarterly Fixed Rental installments each in an amount equal to 2.7831% of the Total Cost of the Item of Equip- ment described in this Schedule A-3

**Interstate Commerce Commission**  
Washington, D.C. 20423

12/27/78

OFFICE OF THE SECRETARY

Michael G. McGee, Esq.  
Chapman & Cutler  
111 W. Monroe Street  
Chicago, Illinois 60603

Dear

Sir:

The enclosed document(s) was recorded pursuant to the  
provisions of Section 20(c) of the Interstate Commerce Act,

49 U.S.C. 20(c), on

at

10:35am

12/27/78  
and assigned recordation number(s)

9430-A, 9431-A, 9432-A, 9433-A

8954-4

Sincerely Yours,

  
H.G. Homme, Jr.,

Secretary

Enclosure(s)

SE-30-T  
(2/78)